

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
Fax (202) 393-2156

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RECEIVED
11-13-98
OF COUNSEL
SUNSHINE URBAN ALLESTER

March 26, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust No. 2001-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated March 28, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890
Lessee:	El-Mo Leasing II Corporation 9301 West 55 th Street La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed document is:

102 SD70M locomotives within the series UP 4285 - UP 4592 attached hereto.

Mr. Vernon A. Williams
March 26, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement, between Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee, covering 102 SD7OM locomotives within the series UP 4285 - UP 4592.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

[BNY]

Exhibit A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M
Diesel Electric Locomotives

Quantity: 102 Units

Road Numbers (Prefix UP): 4285, 4286, 4287, 4288, 4289, 4290, 4291, 4292,
4293, 4294, 4295, 4296, 4297, 4298, 4299, 4300,
4301, 4302, 4303, 4304, 4305, 4306, 4307, 4308,
4309, 4310, 4311, 4312, 4313, 4314, 4315, 4316,
4317, 4318, 4319, 4320, 4321, 4322, 4323, 4324,
4325, 4326, 4327, 4328, 4329, 4330, 4331, 4332,
4333, 4334, 4335, 4336, 4337, 4338, 4339, 4340,
4537, 4538, 4539, 4540, 4541, 4542, 4543, 4544,
4545, 4546, 4547, 4548, 4549, 4550, 4551, 4552,
4553, 4554, 4555, 4556, 4557, 4558, 4559, 4560,
4561, 4562, 4563, 4564, 4565, 4566, 4567, 4568,
4569, 4570, 4571, 4572, 4573, 4574, 4576, 4577,
4578, 4579, 4580, 4582, 4586, 4592

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EL-MO II TRUST NO. 2001-A

MEMORANDUM OF LEASE AGREEMENT

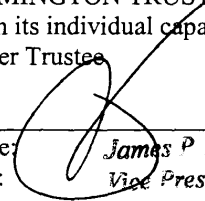
Memorandum of Lease Agreement made and entered into on March 28, 2001 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated March 28, 2001, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By 
Name: James P. Lawler
Title: Vice President

Executed on this 27 day of March 2001.


EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of March 2001.

STATE OF DELAWARE)
) SS.
NEW CASTLE COUNTY)

This 27th day of March, 2001, before me personally came James P. Lawler to me personally known, who being by me duly sworn, did depose and say that (s)he is a Vice President of Wilmington Trust Company, the corporation described in and which executed the foregoing instrument in its capacity identified therein; that (s)he knows the seal of said corporation; that the seal affixed to said instrument is such seal; that it was so affixed by authority of the Board of Directors of said corporation, and that (s)he signed his or her name thereto by said authorization.


Notary Public **LEIGH EMMI**
 NOTARY PUBLIC
My Commission Expires August 1, 2002



IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of March 2001.

EL-MO LEASING II CORPORATION

By 
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this 21 day of March 2001.

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this, the 21st day of March, 2001, before me, a Notary Public in said DuPage County and State, personally appeared Keith McCanness, who being by me duly sworn, says that he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on March 21, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Zicarelli
Name: Kathryn J. Zicarelli
Notary Public
My Commission Expires: 7/30/01
Residing in DuPage County

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of March, 2001, before me, a Notary Public in said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on March ____, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/27/01



Robert W. Alvord